

FORM D

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

RECEIVED

2006 FEB -8 P 2:19

DEPARTMENT OF INSURANCE
SECURITIES AND BANKING**FORM D**

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

OMB Approval

OMB Number: 3235-0076

Expires: April 30, 2008

**06025482**

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Reckson Australia LPT Corporation

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Reckson Australia LPT Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)

c/o Reckson Associates Realty Corporation, 225 Broadhollow Road, Melville, New York 11747-4883

Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)Telephone Number (Including Area Code)
631-694-6900

Brief Description of Business

Investing in and acquiring, holding, managing, administering, controlling and disposing of property, including, without limitation or obligation, engaging in business as a REIT under the Internal Revenue Code of 1986

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month

0 7

Year

0 5

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

M D

CN for Canada; FN for other foreign jurisdiction)

PROCESSED**FEB 28 2006****THOMSON
FINANCIAL****GENERAL INSTRUCTIONS****Federal:***Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

**Failure to file notice in the appropriate states will not result in a loss of the federal exemption.
Conversely, failure to file the appropriate federal notice will not result in a loss of an available state
exemption unless such exemption is predicated on the filing of a federal notice.**

**Potential persons who are to respond to the collection of information contained in this form are
not required to respond unless the form displays a currently valid OMB control number.**

SEC 1972 (2/99) 1 of 9

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;]*
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and]*
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Reckson New York Property Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
225 Broadhollow Road, Melville, New York 11747-4883

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Rechler, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)
225 Broadhollow Road, Melville, New York 11747-4883

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Barnett, Jason

Business or Residence Address (Number and Street, City, State, Zip Code)
225 Broadhollow Road, Melville, New York 11747-4883

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Maturo, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
225 Broadhollow Road, Melville, New York 11747-4883

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... ☐ Yes ☒ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ 1,000
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

H&L Equities

Business or Residence Address (Number and Street, City, State, Zip Code)

1175 Peachtree Street, N.E., 100 Colony Square, Suite 2120, Atlanta, GA 30361

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ 125,000	\$ 125,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify) -	\$	\$
Total	\$ 125,000	\$ 125,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	125	\$ 125,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	\$
Regulation A	\$
Rule 504	\$
Total	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000.00
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 6,250.00
Other Expenses (identify) <u>Consulting Fees & Expenses</u>	<input checked="" type="checkbox"/>	\$ 21,250.00
Total	<input checked="" type="checkbox"/>	\$ 47,500.00

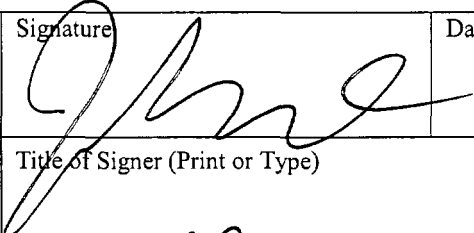
- b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 77,500.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$77,500.00
Other (specify): _____		
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$	77,500.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date:
Reckson Australia LPT Corporation		1/24, 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
JASON BARNETT	ECF	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

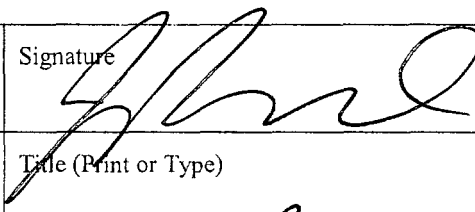
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☐

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice of Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Reckson Australia LPT Corporation	Signature 	Date: 1/24, 2006
Name (Print or Type) JASON BARNETT	Title (Print or Type) CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of Investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	Series A Preferred Stock \$9,000	9	\$9,000	0			X
GA		X	Series A Preferred Stock \$94,000	94	\$94,000	0			X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD			Series A Preferred Stock \$2,000	2	\$2,000	0			X
MA									
MI									
MN									

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of Investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
MS									
MO									
MT									
NC		X	Series A Preferred Stock \$4,000	4	\$4,000	0			X
NE									
NV									
NH									
NJ									
NM									
NY									
ND									
OH									
OK		X	Series A Preferred Stock \$4,000	4	\$4,000	0			X
OR									
PA		X	Series A Preferred Stock \$2,000	2	\$2,000	0			X
RI									
SC									
SD									
TN		X	Series A Preferred Stock \$1,000	1	\$1,000	0			X
TX		X	Series A Preferred Stock \$5,000	5	\$5,000	0			X
UT									
VT									

APPENDIX

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 3)	Type of Investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
VA		X	Series A Preferred Stock \$4,000	4	\$4,000	0			X
WA									
WV									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, on behalf of Reckson Australia LPT Corporation, a corporation organized under the laws of Maryland for purposes of complying with the laws of the States so designated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Reckson Australia LPT Corporation
(Name)

c/o Reckson Associates Realty Corporation, 225 Broadhollow Road, Melville, NY 11747-4883
(Address)

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

RECEIVED
2006 FEB - 8 P 2:19
DEPARTMENT OF INSURANCE
SECURITIES AND BANKING

<u> </u> ALABAMA	Secretary of State	<u> </u> FLORIDA	Director, Office of Financial Regulation
<u> </u> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<u>X</u> GEORGIA	Commissioner of Securities
<u> </u> ARIZONA	The Corporation Commission	<u> </u> GUAM	Administrator, Department of Finance
<u> </u> ARKANSAS	The Securities Commissioner	<u> </u> HAWAII	Commissioner of Securities
<u> </u> CALIFORNIA	Commissioner of Corporations	<u> </u> IDAHO	Director, Department of Finance
<u> </u> COLORADO	Securities Commissioner	<u> </u> ILLINOIS	Secretary of State
<u> </u> CONNECTICUT	Banking Commissioner	<u> </u> INDIANA	Secretary of State
<u> </u> DELAWARE	Securities Commissioner	<u> </u> IOWA	Commissioner of Insurance
<u> </u> DISTRICT OF COLUMBIA	Department of Insurance and Securities Regulation	<u> </u> KANSAS	Secretary of State
<u> </u> KENTUCKY	Director, Division of Securities	<u> </u> OHIO	Secretary of State
<u> </u> LOUISIANA	Commissioner of Securities	<u> </u> OREGON	Director, Department of Insurance and Finance
<u> </u> MAINE	Administrator, Securities Division	<u>X</u> OKLAHOMA	Securities Administrator
<u>X</u> MARYLAND	Commissioner of the Division of Securities	<u>X</u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> MASSACHUSETTS	Secretary of Commonwealth	<u> </u> PUERTO RICO	Commissioner of Financial Institutions

<input type="checkbox"/> MICHIGAN	Administrator Corporation and Securities Bureau, Department of Commerce	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH CAROLINA	Attorney General/Securities Commissioner
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance and Securities and Health Care Administration
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief of Bureau of Securities	<input type="checkbox"/> WASHINGTON	Director of the Department Licensing
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> NEW YORK	Secretary of State	<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input checked="" type="checkbox"/> NORTH CAROLINA	Secretary of State	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		

Dated this 24 day of January 2006.

Reckson Australia LPT Corporation

By: 

Name: JASON BARNETT

Title: EW

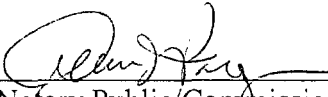
CORPORATE ACKNOWLEDGEMENT

State of New York }
County of Suffolk } ss.

On this 24th day of January 2006, before me the undersigned, personally appeared Jason Bennett, known personally to me to be the EVP of the above named corporation and acknowledged that he, as a EVP being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name on behalf of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

KAREN J. POLLINGER
Notary Public, State of New York
No. 52-4929520
(SEAL) Qualified in Suffolk County
Commission Expires May 2, 2006


Notary Public/Commissioner of Oaths

My Commission Expires 5-2-06

CORPORATE ACKNOWLEDGEMENT

State of _____ }
County of _____ } ss.

On this _____ day of _____, 200_, before me, _____, the undersigned officer, personally appeared _____, known personally to me to be the _____ of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name on behalf of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(SEAL)

Notary Public/Commissioner of Oaths

My Commission Expires _____